

Cathedra Bitcoin Inc.
320 – 638 Broughton Street
Vancouver, BC V6G 3K3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (“**Common Shares**”) of Cathedra Bitcoin Inc. (the “**Corporation**”) will be held at 320-638 Broughton Street, Vancouver, British Columbia, V6G 3K3 and via live webcast, on September 6, 2022, at 1:00 PM (Toronto time) for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

- (a) to receive the Corporation’s financial statements for the year ended December 31, 2021 and the report of the auditors thereon;
- (b) to elect the directors of the Corporation for the ensuing year;
- (c) to appoint the auditors and to authorize the directors to fix their remuneration;
- (d) to consider and, if deemed appropriate, to pass, with or without variation, an ordinary resolution approving the Corporation’s updated equity-based incentive plan for the ensuing year, to comply with the TSX Venture Exchange’s updated Policy 4.4 (Security Based Compensation) dated November 24, 2021; and
- (e) to transact such further and other business as may be properly brought before the Meeting or any adjournment or postponement thereof.

The board of directors (the “**Board**”) has fixed July 18th, 2022 as the record date (the “**Record Date**”) for determining the Shareholders who are entitled to receive notice of and vote at the Meeting. Only Shareholders whose names have been entered in the registers of the Corporation as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

Notice-and-Access

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, form of proxy, financial statements of the Corporation for the year ended December 31, 2021 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2021 (“**MD&A**”) may be found on the Corporation’s SEDAR profile at www.sedar.com and also on the Corporation’s website at www.cathedra.com/investors/annual-meeting. The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental

responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Company's Corporate Secretary at Tel: 604-477-9997, or at the address of the Corporation at Suite 320-638 Broughton Street, Vancouver, British Columbia, V6G 3K3. Requests for paper copies of the Meeting Materials must be received at least five (5) business days in advance of the proxy deposit date and time, being on 1:00 p.m. (Toronto time) on August 25, 2022 and the Corporation will mail the requested materials within three (3) business days of the request.

Voting

All Shareholders may attend the Meeting in person or be represented by proxy. Shareholders who do not plan on attending the Meeting in person are requested to complete, date and sign the enclosed form of proxy and return it in the envelope provided. To be effective, the enclosed form of proxy or voting instruction form must be deposited with Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, (by mail or hand delivery); voted by telephone at 1-866-732-VOTE (8683); or voted online at www.investorvote.com. In order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 5:00 p.m. (Vancouver time) on September 1st, 2022 (the "**Proxy Deadline**"), or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting.

If you are a non-registered holder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

In light of the COVID-19 pandemic, the Corporation has chosen to mitigate risks to the health and safety of our communities, shareholders, employees and other stakeholders, and hold the meeting via live webcast, where all shareholders regardless of geographic location will have an equal opportunity to participate and engage in the Meeting. Shareholders wishing to attend the Meeting are encouraged to do so by logging into the webcast or calling the number below.

Date: September 6th, 2022

Time: 1:00pm Eastern Time (US and Canada)

Link: <https://us06web.zoom.us/j/84113112735?pwd=dE5DYlVkei9oWmI1ZzY0aWUyRmR4QT09>

Meeting ID: 841 1311 2735

Passcode: 146233

Dial-in by location:

- +1 301 715 8592 US (Washington DC)
- +1 312 626 6799 US (Chicago)
- +1 346 248 7799 US (Houston)
- +1 646 558 8656 US (New York)
- +1 646 931 3860 US
- +1 669 444 9171 US
- +1 720 707 2699 US (Denver)
- +1 253 215 8782 US (Tacoma)
- +1 780 666 0144 Canada
- +1 204 272 7920 Canada
- +1 438 809 7799 Canada
- +1 587 328 1099 Canada

+1 647 374 4685 Canada
+1 647 558 0588 Canada
+1 778 907 2071 Canada

Shareholders are reminded to review the Circular before voting.

DATED this 18th of July, 2022.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "Roy Sebag"

Roy Sebag
Chairman of the Board of Directors